

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Sunniva Inc. (“Sunniva” or the “Company”)
1200 Waterfront Centre
200 Burrard Street, PO Box 48600
Vancouver, British Columbia
V7X 1T2

2. Date of Material Change

June 18, 2021.

3. News Release

The news release announcing the material change described in this material change report was disseminated through the services of CISION (Canada News Wire) on June 21, 2021, and a copy is filed on the Company’s SEDAR profile at www.sedar.com.

4. Summary of Material Change

Effective June 18, 2021, the Company and its Canadian subsidiaries (the “**Petitioners**”), pursuant to the order made by the Supreme Court of British Columbia on February 12, 2021 (the “**Sanction Order**”), implemented the Amended and Consolidated Plan of Compromise and Arrangement dated January 14, 2021, including issuance of an aggregate of 755,814,804 common shares of Sunniva pursuant to the Plan (the “**Plan Shares**”). Pursuant to the Sanction Order, the Petitioners are now discharged and released from their CCAA proceedings and Alvarez & Marsal Inc. is now discharged and released from its duties in relation to the Petitioners. All of the securities of Sunniva, including the Plan Shares, will remain subject to the cease trade order applicable to securities of the Company issued on June 22, 2020 for failure to file certain financial documents (the “**Cease Trade Order**”) until such Cease Trade Order is fully revoked.

5.1 Full Description of Material Change

Effective June 18, 2021, the Petitioners, pursuant to the Sanction Order, implemented the Amended and Consolidated Plan of Compromise and Arrangement dated January 14, 2021, including issuance of the Plan Shares. Pursuant to the Sanction Order, the Petitioners are now discharged and released from their CCAA proceedings and Alvarez & Marsal Inc. is now discharged and released from its duties in relation to the Petitioners. All of the securities of Sunniva, including the Plan Shares, will remain subject to the Cease Trade Order until such Cease Trade Order is fully revoked.

DRS statements representing the Plan Shares will be delivered via regular mail by Sunniva’s transfer agent, Odyssey Trust Company, to the address of each creditor as shown on the records of Sunniva.

In accordance with the policies of the Canadian Securities Exchange (the “CSE”), the CSE will be reviewing the continued listing of the common shares of the Company. Trading of the shares will continue to be suspended until the Cease Trade Order has been fully revoked.

5.2 Disclosure for Restructuring Transaction

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

Dr. Anthony Holler
Chairman and Chief Executive Officer
(866) 786-6482

9. Date of Report

June 21, 2021.

Cautionary Note Regarding Forward-Looking Information or Statements

This material change report contains forward-looking information or statements. All statements that are, or information which is, not historical facts, including without limitation, statements regarding future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations or beliefs of future performance, are “forward-looking information or statements”. Forward-looking information or statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “estimates”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. With respect to forward-looking information and statements contained herein, Sunniva has made numerous assumptions including, among other things, assumptions about general business and economic conditions, the Company’s ability to successfully have the Cease Trade Order fully revoked; and that the trading of the Company’s common shares will continue to be suspended until the CCAA process has completed and the cease trade order has been revoked. Such forward-looking statements are based on assumptions and involve known and unknown risks, uncertainties and other factors that may cause actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking information or statements. Such risks and uncertainties include, among others, the risk factors included in the Sunniva’s continuous disclosure documents available on www.sedar.com. These factors should be considered carefully, and readers are cautioned not to place undue reliance on such forward-looking information or statements. Although Sunniva has attempted to identify important risk factors that could cause actual actions, events or results to differ materially from those described in forward-looking information or statements, there may be other risk factors that cause actions, events or results to differ from those

anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in forward-looking information or statements. Sunniva assumes no obligation to update any forward-looking information or statements, even if new information becomes available as a result of future events, new information or for any other reason except as required by law.